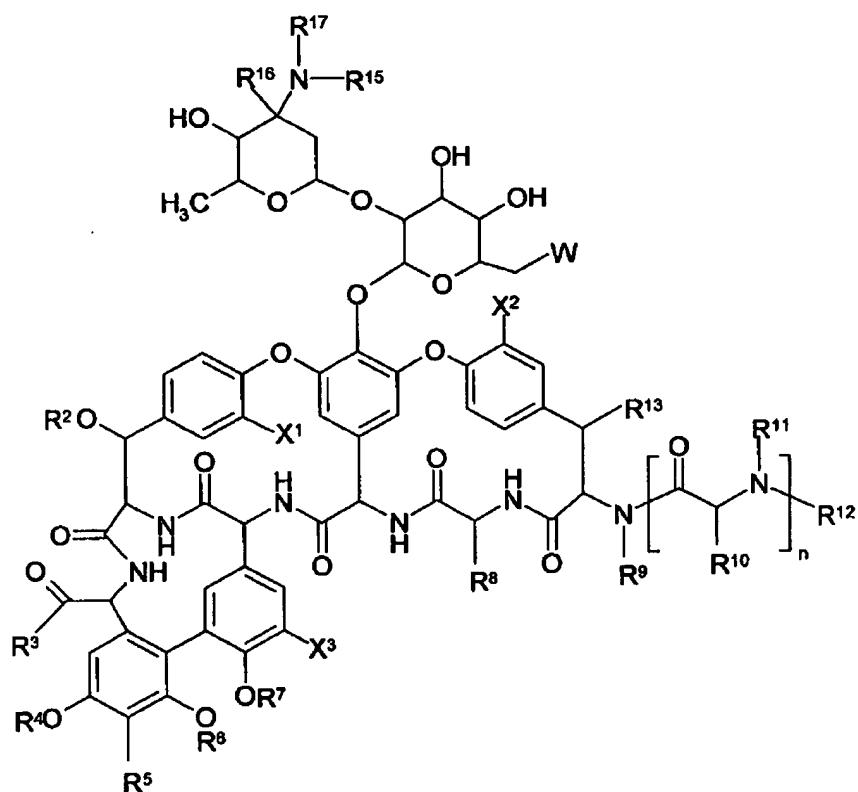


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**II. AMENDMENTS TO THE CLAIMS**

**1. (Previously Amended) A compound of formula I:**



I

wherein

R<sup>2</sup> is hydrogen or a saccharide group optionally substituted with -R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>;

R<sup>3</sup> is -OR<sup>c</sup>, -NRR<sup>c</sup>, -O-R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>, -NR<sup>c</sup>-R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>, -NR<sup>c</sup>R<sup>c</sup>, or

-O-R<sup>c</sup>;

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R<sup>4</sup> is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, -R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>, -C(O)R<sup>d</sup> and a saccharide group optionally substituted with -R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>;

R<sup>5</sup> is selected from the group consisting of hydrogen, halo, -CH(R<sup>c</sup>)-NR<sup>c</sup>R<sup>c</sup>, -CH(R<sup>c</sup>)-NR<sup>c</sup>R<sup>c</sup> and -CH(R<sup>c</sup>)-NR<sup>c</sup>-R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>;

R<sup>6</sup> is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, -R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>, -C(O)R<sup>d</sup> and a saccharide group optionally substituted with -NR<sup>c</sup>-R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>, or R<sup>5</sup> and R<sup>6</sup> can be joined, together with the atoms to which they are attached, form a heterocyclic ring optionally substituted with -NR<sup>c</sup>-R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>;

R<sup>7</sup> is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, -R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>, and -C(O)R<sup>d</sup>;

R<sup>8</sup> is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R<sup>9</sup> is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R<sup>10</sup> is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic; or R<sup>8</sup> and R<sup>10</sup> are joined to form -Ar<sup>1</sup>-O-Ar<sup>2</sup>-, where Ar<sup>1</sup> and Ar<sup>2</sup> are independently arylene or heteroarylene;

R<sup>11</sup> is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl,

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substituted cycloalkenyl, aryl, heteroaryl and heterocyclic, or R<sup>10</sup> and R<sup>11</sup> are joined, together with the carbon and nitrogen atoms to which they are attached, to form a heterocyclic ring;

R<sup>12</sup> is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic, -C(O)R<sup>d</sup>, -C(NH)R<sup>d</sup>, -C(O)NR<sup>c</sup>R<sup>e</sup>, -C(O)OR<sup>d</sup>, -C(NH)NR<sup>c</sup>R<sup>e</sup> and -R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>, or R<sup>11</sup> and R<sup>12</sup> are joined, together with the nitrogen atom to which they are attached, to form a heterocyclic ring;

R<sup>13</sup> is selected from the group consisting of hydrogen or -OR<sup>14</sup>;

R<sup>14</sup> is selected from hydrogen, -C(O)R<sup>d</sup> and a saccharide group;

R<sup>15</sup> is hydrogen or -R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>;

R<sup>16</sup> is hydrogen or methyl;

R<sup>17</sup> is hydrogen, alkyl or substituted alkyl;

each R<sup>a</sup> is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene;

each R<sup>b</sup> is independently selected from the group consisting of a covalent bond, alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene, provided R<sup>b</sup> is not a covalent bond when Z is hydrogen;

each R<sup>c</sup> is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic and -C(O)R<sup>d</sup>;

each R<sup>d</sup> is independently selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

R<sup>e</sup> is a saccharide group;

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*W* is selected from the group consisting of -SR<sup>c</sup>, -S-S-R<sup>d</sup>, -NR<sup>c</sup>R<sup>c</sup>, -S(O)R<sup>d</sup>, -SO<sub>2</sub>R<sup>d</sup>, -NR<sup>c</sup>C(O)R<sup>d</sup>, -OSO<sub>2</sub>R<sup>d</sup>, -OC(O)R<sup>d</sup>, -NR<sup>c</sup>SO<sub>2</sub>R<sup>d</sup>, -C(O)NR<sup>c</sup>R<sup>c</sup>, -C(O)OR<sup>c</sup>, -C(NR<sup>c</sup>)OR<sup>c</sup>, -SO<sub>2</sub>NR<sup>c</sup>R<sup>c</sup>, -SO<sub>2</sub>OR<sup>c</sup>, -P(O)(OR<sup>c</sup>)<sub>2</sub>, -P(O)(OR<sup>c</sup>)NR<sup>c</sup>R<sup>c</sup>, -OP(O)(OR<sup>c</sup>)<sub>2</sub>, -OP(O)(OR<sup>c</sup>)NR<sup>c</sup>R<sup>c</sup>, -OC(O)OR<sup>d</sup>, -NR<sup>c</sup>C(O)OR<sup>d</sup>, -NR<sup>c</sup>C(O)NR<sup>c</sup>R<sup>c</sup>, -OC(O)NR<sup>c</sup>R<sup>c</sup>, -NR<sup>c</sup>SO<sub>2</sub>NR<sup>c</sup>R<sup>c</sup>; -N<sup>+</sup>(R<sup>c</sup>)=CR<sup>c</sup>R<sup>c</sup>, -N=P(R<sup>d</sup>)<sub>3</sub>, -N<sup>+</sup>(R<sup>d</sup>)<sub>3</sub>, -P<sup>+</sup>(R<sup>d</sup>)<sub>3</sub>, -C(S)OR<sup>d</sup>, and -C(S)SR<sup>d</sup>;

X<sup>1</sup>, X<sup>2</sup> and X<sup>3</sup> are independently selected from hydrogen or chloro;

each Y is independently selected from the group consisting of oxygen, sulfur, -S-S-, -NR<sup>c</sup>-, -S(O)-, -SO<sub>2</sub>-, -NR<sup>c</sup>C(O)-, -OSO<sub>2</sub>-, -OC(O)-, -NR<sup>c</sup>SO<sub>2</sub>-, -C(O)NR<sup>c</sup>-, -C(O)O-, -SO<sub>2</sub>NR<sup>c</sup>-, -SO<sub>2</sub>O-, -P(O)(OR<sup>c</sup>)O-, -P(O)(OR<sup>c</sup>)NR<sup>c</sup>-, -OP(O)(OR<sup>c</sup>)O-, -OP(O)(OR<sup>c</sup>)NR<sup>c</sup>-, -OC(O)O-, -NR<sup>c</sup>C(O)O-, -NR<sup>c</sup>C(O)NR<sup>c</sup>-, -OC(O)NR<sup>c</sup>- and -NR<sup>c</sup>SO<sub>2</sub>NR<sup>c</sup>-;

each Z is independently selected from hydrogen, aryl, cycloalkyl, cycloalkenyl, heteroaryl and heterocyclic;

*n* is 0, 1 or 2;

*x* is 1 or 2;

and pharmaceutically acceptable salts, stereoisomers and prodrugs thereof;

provided that at least one of R<sup>15</sup>, R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup> or R<sup>12</sup> has a substituent of the formula -R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>;

and further provided that:

- (i) when Y is -NR<sup>c</sup>-, R<sup>c</sup> is alkyl of 1 to 4 carbon atoms, Z is hydrogen and R<sup>b</sup> is alkylene, then R<sup>b</sup> contains at least 5 carbon atoms;
- (ii) when Y is -C(O)NR<sup>c</sup>-, Z is hydrogen and R<sup>b</sup> is alkylene, then R<sup>b</sup> contains at least 5 carbon atoms;
- (iii) when Y is sulfur, Z is hydrogen and R<sup>b</sup> is alkylene, then R<sup>b</sup> contains at least 7 carbon atoms; and

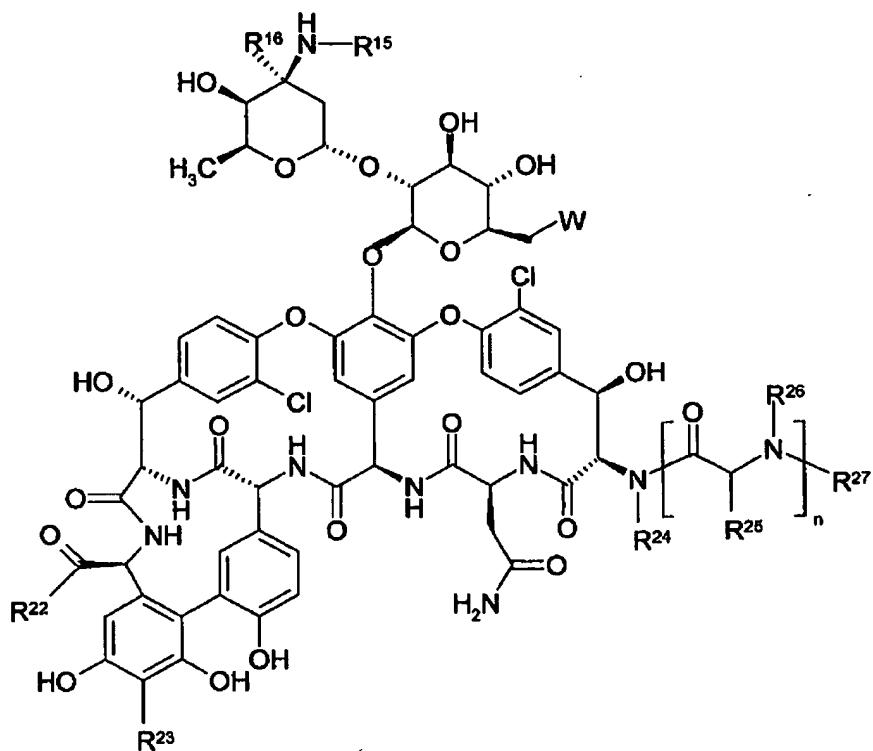
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(iv) when Y is oxygen, Z is hydrogen and R<sup>b</sup> is alkylene, then R<sup>b</sup> contains at least 11 carbon atoms.

2. (Original) The compound of Claim 1, wherein R<sup>2</sup> is hydrogen and R<sup>13</sup> is -OH.
3. (Original) The compound of Claim 2, wherein R<sup>4</sup>, R<sup>6</sup> and R<sup>7</sup> are each hydrogen.
4. (Original) The compound of Claim 3, wherein R<sup>8</sup> is -CH<sub>2</sub>C(O)NH<sub>2</sub>.
5. (Original) The compound of Claim 4, wherein R<sup>9</sup> is hydrogen; R<sup>10</sup> is isobutyl; R<sup>11</sup> is methyl; and R<sup>12</sup> is hydrogen.
6. (Original) The compound of Claim 5, wherein R<sup>5</sup> is hydrogen, -CH<sub>2</sub>-NHR<sup>c</sup>, -CH<sub>2</sub>-NR<sup>c</sup>R<sup>e</sup> and -CH<sub>2</sub>-NH-R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>.
7. (Original) The compound of Claim 6, wherein R<sup>3</sup> is -OR<sup>c</sup> or -NR<sup>c</sup>R<sup>e</sup>.
8. (Original) The compound of Claim 7, wherein R<sup>3</sup> is -OH and R<sup>5</sup> is hydrogen.
9. (Original) The compound of Claim 8, wherein R<sup>15</sup> is -R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>.

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10. (Previously Amended) A compound of formula II:



II

wherein

R<sup>15</sup> is hydrogen or -R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>;

R<sup>16</sup> is hydrogen or methyl;

R<sup>22</sup> is -OR<sup>c</sup>, -NR<sup>c</sup>R<sup>c</sup>, -O-R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub> or -NR<sup>c</sup>-R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>;

R<sup>23</sup> is selected from the group consisting of hydrogen, halo, -CH(R<sup>c</sup>)-NR<sup>c</sup>R<sup>c</sup>, -CH(R<sup>c</sup>)-R<sup>c</sup> and -CH(R<sup>c</sup>)-NR<sup>c</sup>-R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>;

R<sup>24</sup> is selected from the group consisting of hydrogen and lower alkyl;

R<sup>25</sup> is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl,

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substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

$R^{26}$  is selected from the group consisting of hydrogen and lower alkyl; or  $R^{25}$  and  $R^{26}$  are joined, together with the carbon and nitrogen atoms to which they are attached, to form a heterocyclic ring;

$R^{27}$  is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic,  $-C(O)R^d$ ,  $-C(NH)R^d$ ,  $-C(O)NR^cR^c$ ,  $-C(O)OR^d$ ,  $-C(NH)NR^cR^c$  and  $-R^a-Y-R^b-(Z)_n$ , or  $R^{26}$  and  $R^{27}$  are joined, together with the nitrogen atom to which they are attached, to form a heterocyclic ring;

each  $R^a$  is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene;

each  $R^b$  is independently selected from the group consisting of a covalent bond, alkylene, substituted alkylene, alkenylene, substituted alkenylene, alkynylene and substituted alkynylene, provided  $R^b$  is not a covalent bond when  $Z$  is hydrogen;

each  $R^c$  is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl, heterocyclic and  $-C(O)R^d$ ;

each  $R^d$  is independently selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, heteroaryl and heterocyclic;

$R^e$  is an aminosaccharide group;

$W$  is selected from the group consisting of  $-SR^c$ ,  $-S-S-R^d$ ,  $-NR^cR^c$ ,  $-S(O)R^d$ ,  $-SO_2R^d$ ,  $-NR^cC(O)R^d$ ,  $-OSO_2R^d$ ,  $-OC(O)R^d$ ,  $-NR^cSO_2R^d$ ,  $-C(O)NR^cR^c$ ,  $-C(O)OR^c$ ,  $-C(NR^c)OR^c$ ,  $-SO_2NR^cR^c$ ,  $-SO_2OR^c$ ,  $-P(O)(OR^c)_2$ ,  $-P(O)(OR^c)NR^cR^c$ ,  $-OP(O)(OR^c)_2$ ,  $-OP(O)(OR^c)NR^cR^c$ ,  $-OC(O)OR^d$ ,  $-NR^cC(O)OR^d$ ,  $-NR^cC(O)NR^cR^c$ ,  $-OC(O)NR^cR^c$ ,  $-NR^cSO_2NR^cR^c$ ;

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-N<sup>+</sup>(R<sup>c</sup>)=CR<sup>c</sup>R<sup>c</sup>, -N=P(R<sup>d</sup>)<sub>3</sub>, -N<sup>+</sup>(R<sup>d</sup>)<sub>3</sub>, -P<sup>+</sup>(R<sup>d</sup>)<sub>3</sub>, -C(S)OR<sup>d</sup>, and -C(S)SR<sup>d</sup>;  
each Y is independently selected from the group consisting of oxygen, sulfur, -S-S-,  
-NR<sup>c</sup>-, -S(O)-, -SO<sub>2</sub>-, -NR<sup>c</sup>C(O)-, -OSO<sub>2</sub>-, -OC(O)-, -NR<sup>c</sup>SO<sub>2</sub>-, -C(O)NR<sup>c</sup>-,  
-C(O)O-, -SO<sub>2</sub>NR<sup>c</sup>-, -SO<sub>2</sub>O-, -P(O)(OR<sup>c</sup>)O-, -P(O)(OR<sup>c</sup>)NR<sup>c</sup>-, -OP(O)(OR<sup>c</sup>)O-,  
-OP(O)(OR<sup>c</sup>)NR<sup>c</sup>-, -OC(O)O-, -NR<sup>c</sup>C(O)O-, -NR<sup>c</sup>C(O)NR<sup>c</sup>-, -OC(O)NR<sup>c</sup>- and  
-NR<sup>c</sup>SO<sub>2</sub>NR<sup>c</sup>-;  
each Z is independently selected from hydrogen, aryl, cycloalkyl, cycloalkenyl, heteroaryl  
and heterocyclic;

n is 0, 1 or 2;

x is 1 or 2;

and pharmaceutically acceptable salts, stereoisomers and prodrugs thereof;

provided that at least one of R<sup>15</sup>, R<sup>22</sup>, R<sup>23</sup> or R<sup>27</sup> has a substituent of the formula

-R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>;

and further provided that:

- (i) when Y is -NR<sup>c</sup>-, R<sup>c</sup> is alkyl of 1 to 4 carbon atoms, Z is hydrogen and R<sup>b</sup> is alkylene, then R<sup>b</sup> contains at least 5 carbon atoms;
- (ii) when Y is -C(O)NR<sup>c</sup>-, Z is hydrogen and R<sup>b</sup> is alkylene, then R<sup>b</sup> contains at least 5 carbon atoms;
- (iii) when Y is sulfur, Z is hydrogen and R<sup>b</sup> is alkylene, then R<sup>b</sup> contains at least 7 carbon atoms; and
- (iv) when Y is oxygen, Z is hydrogen and R<sup>b</sup> is alkylene, then R<sup>b</sup> contains at least 11 carbon atoms.

11. (Original) The compound of Claim 10, wherein R<sup>24</sup> is hydrogen; R<sup>25</sup> is isobutyl; R<sup>26</sup> is methyl; and R<sup>27</sup> is hydrogen.

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12. (Original) The compound of Claim 11, wherein R<sup>22</sup> is -OH.
13. (Original) The compound of Claim 12, wherein R<sup>23</sup> is hydrogen.
14. (Original) The compound of Claim 13, wherein R<sup>15</sup> is -R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub>.
15. (Original) The compound of Claim 9 or 14, wherein W is -NH<sub>2</sub>.
16. (Original) The compound of Claim 15, wherein the -R<sup>a</sup>-Y-R<sup>b</sup>-(Z)<sub>x</sub> group is selected from the group consisting of:
  - CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-(CH<sub>2</sub>)<sub>11</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>10</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>3</sub>-CH=CH-(CH<sub>2</sub>)<sub>4</sub>CH<sub>3</sub> (*trans*);
  - CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-S(O)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>6</sub>Ph;
  - CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>8</sub>Ph;
  - CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>8</sub>Ph;

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-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(4-Cl-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[4-CH<sub>3</sub>)<sub>2</sub>CHCH<sub>2</sub>-]-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(4-CF<sub>3</sub>-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-(4-Cl-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-S(O)-CH<sub>2</sub>-4-(4-Cl-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-(4-Cl-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S(O)-CH<sub>2</sub>-4-(4-Cl-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-[3,4-di-Cl-PhCH<sub>2</sub>O-]-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-CH<sub>2</sub>-4-[4-(4-Ph)-Ph]-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-CH<sub>2</sub>-4-(4-Cl-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-CH<sub>2</sub>-4-(Ph-C≡C-)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-4-(4-Cl-Ph)-Ph; and  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-4-(naphth-2-yl)-Ph.

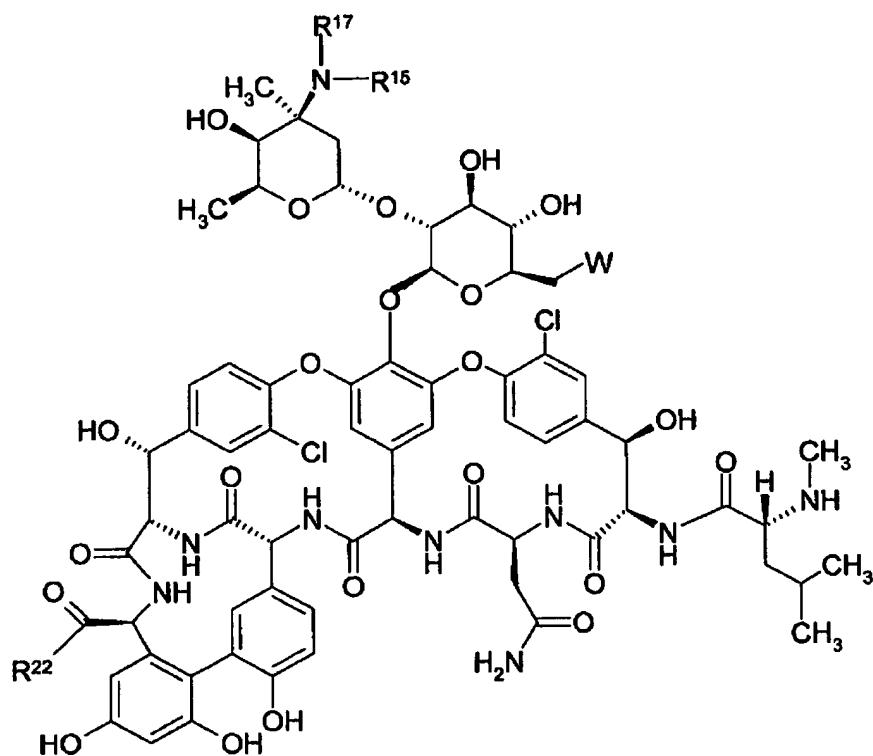
*B1*  
17. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a therapeutically effective amount of a compound of Claim 1 or 10.

18. (Currently Amended) The A pharmaceutical composition of Claim 17, wherein the composition further comprises comprising a pharmaceutically-acceptable carrier and a cyclodextrin in combination with a compound of Claim 1 or 10.

19. (Canceled).

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20. (Currently Amended) A compound as shown in any of Tables I, II, III or IV, of  
formula III:



III

or a pharmaceutically-acceptable salts salt thereof; wherein:

W is  $\text{--NH}_2$ ;

$R^{17}$  is hydrogen;

$R^{22}$  is  $\text{--OH}$ ; and

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R<sup>15</sup> is selected from the group consisting of:

- b a*  
*Count*
- CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-N[(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>]<sub>2</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>5</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>Ph;
  - CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-Ph-Ph;
  - CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(4-Cl-Ph)-Ph;
  - CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-cyclohexyl;
  - CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>6</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-N(CH<sub>3</sub>)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>3</sub>CH=CH(CH<sub>2</sub>)<sub>4</sub>CH<sub>3</sub> (*trans*);
  - CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>CH=C(CH<sub>3</sub>)(CH<sub>2</sub>)<sub>2</sub>-CH=C(CH<sub>3</sub>)<sub>2</sub> (*trans, trans*);
  - CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>8</sub>CH(OH)CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>8</sub>CH=CH<sub>2</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-cyclopropyl;
  - CH<sub>2</sub>CH<sub>2</sub>-NHC(O)-(CH<sub>2</sub>)<sub>6</sub>CH(CH<sub>3</sub>)CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-NHC(O)-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-OC(O)-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>-C(O)O-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>-C(O)NH-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>-C(O)O-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>;
  - CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>;

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*b2 C11A*

-CH<sub>2</sub>CH<sub>2</sub>-OSO<sub>2</sub>-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>:  
-CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>:  
-CH<sub>2</sub>CH<sub>2</sub>-NHC(O)-(CH<sub>2</sub>)<sub>6</sub>CH<sub>3</sub>:  
-CH<sub>2</sub>CH<sub>2</sub>-NHC(O)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>:  
-CH<sub>2</sub>-C(O)NH-(CH<sub>2</sub>)<sub>6</sub>CH<sub>3</sub>:  
-CH<sub>2</sub>-C(O)NH-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>:  
-CH<sub>2</sub>-C(O)NH-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>6</sub>Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>7</sub>Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-Cl-Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[CH<sub>3</sub>(CH<sub>2</sub>)<sub>2</sub>O-]Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[CH<sub>3</sub>(CH<sub>2</sub>)<sub>4</sub>O-]Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[CH<sub>3</sub>(CH<sub>2</sub>)<sub>6</sub>O-]Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[CH<sub>3</sub>(CH<sub>2</sub>)<sub>2</sub>-]Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[CH<sub>3</sub>(CH<sub>2</sub>)<sub>3</sub>-]Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[CH<sub>3</sub>(CH<sub>2</sub>)<sub>4</sub>-]Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(PhO-)Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(PhS-)Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-3-(PhO-)Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(cyclohexyl-)Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-{4-[CH<sub>3</sub>(CH<sub>2</sub>)<sub>4</sub>O-]Ph}-Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-CF<sub>3</sub>-Ph:  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(PhCH<sub>2</sub>O-)Ph:

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*Conf.*

-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(4-CH<sub>3</sub>-PhCH<sub>2</sub>O-)Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>7</sub>CH(CH<sub>3</sub>)<sub>2</sub>;  
-(CH<sub>2</sub>)<sub>5</sub>-NH-(CH<sub>2</sub>)<sub>6</sub>CH<sub>3</sub>;  
-(CH<sub>2</sub>)<sub>3</sub>-NH-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-(CH<sub>2</sub>)<sub>4</sub>-NH-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-(CH<sub>2</sub>)<sub>5</sub>-NH-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-cyclohexyl;  
-CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-OC(O)-(CH<sub>2</sub>)<sub>6</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-OSO<sub>2</sub>-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>CH=CH-CH=CH(CH<sub>2</sub>)<sub>2</sub>CH<sub>3</sub> (*trans, trans*);  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>CH=CH-CH=CH(CH<sub>2</sub>)<sub>2</sub>CH<sub>3</sub> (*trans, trans*);  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>CH=CH-CH=CHCH<sub>2</sub>CH<sub>3</sub> (*trans, trans*);  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>CH=CH-CH<sub>2</sub>CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub> (*trans, trans*);  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-Cl-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(PhCH<sub>2</sub>O-)Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(4-CH<sub>3</sub>-PhCH<sub>2</sub>O-)Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(4-Cl-PhCH<sub>2</sub>O-)Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[CH<sub>3</sub>(CH<sub>2</sub>)<sub>2</sub>O-]Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[CH<sub>3</sub>(CH<sub>2</sub>)<sub>4</sub>O-]Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[CH<sub>3</sub>(CH<sub>2</sub>)<sub>6</sub>O-]Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[CH<sub>3</sub>(CH<sub>2</sub>)<sub>8</sub>O-]Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[(CH<sub>3</sub>)<sub>2</sub>CHCH<sub>2</sub>-]Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(Ph-S-)Ph;

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*PJ Count*

-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(4-CF<sub>3</sub>-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[4-[CH<sub>3</sub>(CH<sub>2</sub>)<sub>4</sub>O-]-Ph}-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>6</sub>Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>8</sub>Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>CH<sub>2</sub>-(cyclopropyl);  
-CH<sub>2</sub>-C(O)O-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>CH=CH-CH=CHCH<sub>3</sub> (*trans, trans*);  
-CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-4-Ph-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH<sub>2</sub>NHCH<sub>3</sub>)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH<sub>3</sub>)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-S(O)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-N(CH<sub>2</sub>COOH)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-4-(4-Cl-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-N(CH<sub>2</sub>CO<sub>2</sub>CH<sub>3</sub>)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>-C(O)O-CH<sub>2</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-S(O)-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-3-(4-Cl-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-4-(4-Cl-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-4-(naphth-2-yl)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-(CH<sub>2</sub>)<sub>11</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-N[C(O)CH(NH<sub>2</sub>)(CH<sub>2</sub>)<sub>4</sub>NH<sub>2</sub>]- (CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (*R isomer*);  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(4-CF<sub>3</sub>-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(4-CH<sub>3</sub>O-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[(CH<sub>3</sub>)<sub>3</sub>CO]-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-3,4-di-(CH<sub>3</sub>CH<sub>2</sub>O)-Ph;

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-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[(CH<sub>3</sub>)<sub>2</sub>CH]-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[CH<sub>3</sub>(CH<sub>2</sub>)<sub>3</sub>C≡C]-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[(CH<sub>3</sub>)<sub>2</sub>CHO]-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(PhC≡C)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[(CH<sub>3</sub>)<sub>3</sub>C]-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-5-(PhC≡C)-thiophen-2-yl;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-(PhCH=CH-)Ph (*trans*);  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-(CH=CH)<sub>4</sub>-CH<sub>3</sub> (*trans, trans, trans, trans*);  
-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)Ph)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-CH<sub>2</sub>-4-[4-(CH<sub>3</sub>)<sub>3</sub>C-thiazol-2-yl]-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-N[(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>]-C(O)CH<sub>2</sub>-S-4-pyridyl;  
-CH<sub>2</sub>CH<sub>2</sub>-N[(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>]-C(O)-2-[PhCH(CH<sub>3</sub>)NHC(O)-]Ph (*R* isomer);  
-CH<sub>2</sub>CH<sub>2</sub>-N[(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>]-C(O)-(1-PhCH<sub>2</sub>OC(O)-2-oxoimidazolidin-5-yl) (*S* isomer);  
-CH<sub>2</sub>CH<sub>2</sub>-N[(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>]-C(O)-1-HO-cyclopropyl;  
-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH<sub>2</sub>-naphth-2-yl)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-N[C(O)(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>]OH-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-N[C(O)CH<sub>2</sub>CH(Ph)<sub>2</sub>]-CH<sub>2</sub>-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH<sub>2</sub>-3-HO-Ph)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH<sub>2</sub>-NHC(O)-3-CH<sub>3</sub>-Ph)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH<sub>2</sub>CH<sub>2</sub>-O-Ph)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH<sub>2</sub>CH<sub>2</sub>-3-pyridyl)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)(CH<sub>2</sub>)<sub>3</sub>-4-CH<sub>3</sub>O-Ph)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)-indol-2-yl)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-N{C(O)-1-[CH<sub>3</sub>COC(O)-]-pyrrolidin-2-yl}-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH<sub>2</sub>-NHC(O)-CH=CH-furan-2-yl)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (*trans*);

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Cont.*

-CH<sub>2</sub>CH<sub>2</sub>-N[C(O)-1-CH<sub>2</sub>CH<sub>2</sub>-7-CH<sub>3</sub>-4-oxo-1,4-dihydro[1,8]naphthyridin-3-yl]-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)-1,3-benzodioxol-5-yl)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH<sub>3</sub>-4-oxo-2-thioxothiazolidin-3-yl)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)-3,4,5-tri-HO-cyclohex-1-en-1-yl)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (R,S,R isomer);

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH<sub>3</sub>CH<sub>2</sub>C(O)NH<sub>2</sub>)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH<sub>3</sub>-5-CH<sub>3</sub>-2,4-dioxo-3,4-dihydropyrimidin-1-yl)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH=CH-imidazol-4-yl)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (*trans*);

-CH<sub>2</sub>CH<sub>2</sub>-N[C(O)CH(CH<sub>2</sub>CH<sub>2</sub>C(O)NH<sub>2</sub>)-NHC(O)O-CH<sub>2</sub>Ph]-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (S isomer);

-CH<sub>2</sub>CH<sub>2</sub>-N[C(O)CH(CH<sub>2</sub>OH)NHC(O)O-CH<sub>2</sub>Ph]-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (S isomer);

-CH<sub>2</sub>CH<sub>2</sub>-N[C(O)CH[CH(OH)CH<sub>3</sub>]NH-C(O)O-CH<sub>2</sub>Ph]-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (S isomer);

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH<sub>2</sub>NHSO<sub>2</sub>-4-CH<sub>3</sub>-Ph)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)(CH<sub>2</sub>)<sub>3</sub>-NH<sub>2</sub>)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)-pyrrolidin-2-yl)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (R isomer);

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)-pyrrolidin-2-yl)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (S isomer);

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH(NH<sub>2</sub>)(CH<sub>2</sub>)<sub>4</sub>-NH<sub>2</sub>)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (S isomer);

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH(NH<sub>2</sub>)CH<sub>2</sub>-3-HO-Ph)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH(NH<sub>2</sub>)CH<sub>3</sub>)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (R isomer);

-CH<sub>2</sub>CH<sub>2</sub>-N[C(O)CH(CH<sub>2</sub>OH)NHC(O)-CH<sub>3</sub>]-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (S isomer);

-CH<sub>2</sub>CH<sub>2</sub>-N[C(O)CH(NHC(O)CH<sub>3</sub>)-(CH<sub>2</sub>)<sub>2</sub>-NHC(NH)NH<sub>2</sub>]-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (S isomer);

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH<sub>2</sub>NHC(O)CH<sub>3</sub>)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)CH(CH<sub>2</sub>)OC(O)CH<sub>2</sub>-(NH<sub>2</sub>)CH<sub>3</sub>)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (R,R isomer);

-CH<sub>2</sub>CH<sub>2</sub>-N(C(O)-5-oxopyrrolidin-2-yl)-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub> (R isomer);

-CH<sub>2</sub>CH<sub>2</sub>-NHC(O)-CH<sub>2</sub>CH(CH<sub>2</sub>CH<sub>2</sub>Ph)-{3-[4-(9H-fluoren-9-yl)CH<sub>2</sub>OC(O)NH(CH<sub>2</sub>)<sub>4</sub>-]-1,4-dioxohexahydro-1,2- $\alpha$ -pyrazin-2-yl} (S,S,S isomer);

-CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-4-(2-Cl-Ph)-Ph;

-CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-4-[4-(CH<sub>3</sub>)<sub>2</sub>C-Ph]-Ph;

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*B7C*  
-CH<sub>2</sub>CH<sub>2</sub>-NHSO<sub>2</sub>-4-[4-(Ph)-Ph-]Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-NH-4-(4-CF<sub>3</sub>-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>8</sub>Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>3</sub>CH=CH(CH<sub>2</sub>)<sub>4</sub>CH<sub>3</sub> (*trans*);  
-CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>CH<sub>2</sub>(CF<sub>3</sub>)<sub>2</sub>CF<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-[(CH<sub>3</sub>)<sub>2</sub>CHCH<sub>2</sub>-]Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>11</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-3,4-di-(PhCH<sub>2</sub>O-)Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>8</sub>Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>6</sub>Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>7</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>6</sub>Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>10</sub>Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-[(CH<sub>3</sub>)<sub>2</sub>CHCH<sub>2</sub>-]Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>3</sub>CH=CH(CH<sub>2</sub>)<sub>4</sub>CH<sub>3</sub> (*trans*);  
-CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-[3,4-di-Cl-PhCH<sub>2</sub>O-]Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-[3,4-di-Cl-PhCH<sub>2</sub>O-]Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-SO-4-(4-Cl-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-SO-4-(4-Cl-Ph)-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>10</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>10</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>CH=CH-CH=CH(CH<sub>2</sub>)<sub>4</sub>CH<sub>3</sub> (*trans, trans*);

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*(15)*  
-CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-[4-Cl-PhCH<sub>2</sub>O-]Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-[4-Cl-PhCH<sub>2</sub>O-]Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-(4-CF<sub>3</sub>-Ph-)Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-CH<sub>2</sub>-4-(4-F-PhSO<sub>2</sub>NH-)Ph;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>8</sub>CH<sub>3</sub>;  
-CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-S(O)-(CH<sub>2</sub>)<sub>8</sub>Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-S(O)-(CH<sub>2</sub>)<sub>8</sub>Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>3</sub>-4-Cl-Ph;  
-CH<sub>2</sub>CH<sub>2</sub>-S-(CH<sub>2</sub>)<sub>6</sub>-4-Cl-Ph; and  
-CH<sub>2</sub>CH<sub>2</sub>-SO<sub>2</sub>-(CH<sub>2</sub>)<sub>9</sub>CH<sub>3</sub>.

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21. (Canceled).